

GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, NY 10166-0193
(212) 351-4000
Matthew J. Williams
Keith R. Martorana

Attorneys for the Motors Liquidation Company
GUC Trust Administrator

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a General Motors Corp., *et al.***

Debtors.

Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

CERTIFICATE OF NO OBJECTION

Pursuant to 28 U.S.C. § 1746 and the Sixth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures dated May 5, 2011 [Doc. No. 10183] (the “**Sixth Amended Case Management Order**”), the undersigned hereby certifies as follows:

1. On November 21, 2012, Wilmington Trust Company, in its capacity as trust administrator and trustee of Motors Liquidation Company GUC Trust (in such capacity, the “**GUC Trust Administrator**”), filed a Motion of Wilmington Trust Company, as GUC Trust Administrator, to Liquidate New GM Securities for the Purpose of Funding Fees, Costs and Expenses of the GUC Trust [Doc. No. 12209] (the “**Motion**”).

2. The deadline for submitting objections to the Motion was December 6, 2012 at 4:00 p.m. (Eastern Time).

3. No objections have been filed and served with respect to the Motion.

4. An electronic copy of the proposed order that was annexed to the Motion will be re-submitted to the Court, along with this Certificate of No Objection pursuant to the Sixth Amended Case Management Order.

Based on the foregoing, the GUC Trust Administrator respectfully requests that the proposed order be entered.

Dated: New York, New York
December 10, 2012

GIBSON, DUNN & CRUTCHER LLP

By: /s/ Matthew J. Williams

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